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*Lead Counsel for Plaintiff Stanley Morrical,
derivatively on behalf of Hewlett-Packard Company*

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA**

IN RE HEWLETT-PACKARD COMPANY
SHAREHOLDER DERIVATIVE LITIGATION

THIS DOCUMENT RELATES TO:

ALL ACTIONS

Master File NO. C-12-6003-CRB

**DECLARATION OF MARK C.
MOLUMPHY IN SUPPORT OF
PLAINTIFF'S OPPOSITION TO
NOMINAL DEFENDANT HEWLETT-
PACKARD COMPANY'S MOTION
TO STAY**

Date: September 6, 2013
Time: 10:00 AM
Dept.: Courtroom 6, 17th Floor
Judge: Hon. Charles R. Breyer

I, Mark C. Molumphy, declare as follows:

1. I am an attorney duly admitted to practice before all courts of the State of California and all federal district courts located in California. I am a partner with Cotchett, Pitre, & McCarthy, LLP, (“CPM”), counsel for Plaintiff Stanley Morrical. I submit this declaration in support of Plaintiff’s Opposition to Nominal Defendant Hewlett-Packard Company’s Motion to Stay. This Declaration is based upon my personal knowledge and if called to testify, I could and would do so competently as to the matters set forth herein.

2. Attached as **Exhibit 1** is a true and correct copy of HP's press release entitled, "HP Issues Statement Regarding Autonomy Impairment Charge," issued on November 20, 2012.

3. Attached as **Exhibit 2** is a true and correct copy of the transcript of HP's Earnings Conference Call, dated November 20, 2012, published by Thomson Reuters.

4. Attached as **Exhibit 3** is a true and correct copy of an HP press release titled “HP Announces Changes to Board of Directors,” dated April 4, 2013.

5. Attached as Exhibit 4 is a true and correct copy of the Minutes of the Board of Directors Meeting of Las Vegas Sands Corp, dated July 26, 2011, filed in support of defendants' motion to dismiss or stay action in *Moradi v. Adelson*, Case No. 2:11-cv-490-GMN-(RJJ), in the District of Nevada.

6. Attached as Exhibit 5 is a true and correct copy of the Minutes of a Special Meeting of the Board of Directors of Take-Two Interactive Software, Inc., dated March 8, 2006, filed in support of the defendant's motion to stay derivative litigation, in *St. Clair Shores General Employees Retirement System v. Eibeler et. al.*, Case No. 1:06-cv-00688-RJS, in the Southern District of New York.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on August 13, 2013, in Burlingame, California.

/S/ MARK C. MOLUMPHY

MARK C. MOLUMPHY